



FORM OF PROXY

for the year ended 28 February 2025



INSIMBI

INDUSTRIAL HOLDINGS LIMITED

INSIMBI HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/029821/06)

JSE code: ISB

ISIN: ZAE000116828

(Insimbi Holdings Limited or "the company")

To be completed by registered certificated shareholders and dematerialised shareholders with own-name registration only.

For use in respect of the 18th AGM to be held in person at the **offices of Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196** and via electronic communication on Thursday, 10 July 2025 at 10:00. Ordinary shareholders who have dematerialised their shares with a central securities depository participant (CSDP) or broker, other than with own-name registration, must arrange with the CSDP or broker concerned to provide them with the necessary letter of representation to participate electronically in the AGM, or the Ordinary Shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the Shareholder and the CSDP or broker concerned.

I/We (full name in block letters)

of (address)

Telephone (work) (home)

being the registered owner(s) of ordinary shares in the company

hereby appoint or failing him/her

The Chairperson of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the ordinary and special resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

** Please indicate with an "X" in the appropriate spaces below how you wish your votes to be cast. Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.*

	For*	Against*	Abstain*
Ordinary resolution number 1: Adoption of AFS			
Ordinary resolution number 2: Re-election of Cleopatra Salaphi Ntshingila as Non-Executive Director			
Ordinary resolution number 3.1: Election of Robert Ian Dickerson as Audit and Risk Committee member			
Ordinary resolution number 3.2: Election of Nelson Mwale as Audit and Risk Committee member			
Ordinary resolution number 3.3: Election of Cleopatra Salaphi Ntshingila as Audit and Risk Committee member			
Ordinary resolution number 4: Auditor appointment			
Ordinary resolution number 5.1: Election of Cleopatra Salaphi Ntshingila as Social, Ethics and Transformation Committee member			
Ordinary resolution number 5.2: Election of Robert Ian Dickerson as Social, Ethics and Transformation Committee member			
Ordinary resolution number 5.3: Election of Nadia Winde as Social, Ethics and Transformation Committee member			
Ordinary Resolution number 6: Indemnification of directors			
Ordinary Resolution number 7: General authority to issue shares/convertible shares or options for cash			
Ordinary resolution 8.1: Non-binding advisory vote 1: Endorsement of remuneration policy			
Ordinary resolution 8.2: Non-binding advisory vote 2: Endorsement of the implementation report			
Special resolution number 1: Approval of non-executive directors' fees			
Special resolution number 2: The directors be authorised at their discretion to instruct the company or its subsidiaries to acquire or repurchase ordinary shares issued by the company			
Special resolution number 3: Financial assistance to related or inter-related company			
Ordinary resolution number 9: Authority to implement resolutions passed at the annual general meeting			

* Subject to re-election as per resolution 2.1.

Signed this day of 2025

Signature



INSTRUCTIONS AND NOTES TO THE FORM OF PROXY

1. For effective administration, this form of proxy should be received at the company's transfer secretaries' office, Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196, or via email at proxy@computershare.co.za by no later than 10:00 on Tuesday, 8 July 2025. If a shareholder does not wish to deliver this form of proxy to that address, it may also be posted, at the risk of the shareholder, to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132.
2. This form is for use by registered shareholders who wish to appoint another person (a proxy) to represent them at the meeting. If duly authorised, companies and other corporate bodies who are registered shareholders may appoint a proxy using this form, or may appoint a representative in accordance with point 12 below. Other shareholders should not use this form. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instruction. Alternatively, if they wish to participate electronically in the meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or broker.
3. This proxy shall apply to all ordinary shares registered in the name of the shareholder who signs this form of proxy at the meeting record date, unless a lesser number of shares are inserted.
4. A shareholder may appoint one person of his own choice as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the company. If the name of the proxy is not inserted, the chairperson of the meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this form of proxy may delegate the authority given to him in this form of proxy by delivering to the company, in the manner required by these instructions, a further form of proxy which has been completed in a manner consistent with the authority given to the proxy in this form of proxy.
5. Unless revoked, the appointment of a proxy in terms of this form of proxy remains valid until the end of the meeting, even if the meeting or part thereof is postponed or adjourned.
6. If:
 - 6.1. a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2. the shareholder gives contradictory instructions in relation to any matter; or
 - 6.3. any additional resolution/s which are properly put before the meeting; or
 - 6.4. any resolution listed in the form of proxy is modified or amended, then the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of the power of attorney or otherwise, then this form of proxy will not be effective, unless:
 - 7.1. it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 7.2. the company has already received a certified copy of that authority.
8. The chairperson of the meeting may, in his discretion, accept or reject any form of proxy or other written appointment of a proxy which is received by the chairperson prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairperson shall not accept any such appointment of a proxy unless the chairperson is satisfied that it reflects the intention of the shareholder appointing the proxy.
9. Any alterations made in this form of proxy must be initialled by the authorised signatory(ies).
10. This form of proxy is revoked if the shareholder who granted the proxy:
 - 10.1. gives written notice of such revocation to the company, so that it is received by the company by not later than 10:00 on Tuesday, 8 July 2025; or
 - 10.2. subsequently appoints another proxy for the meeting; or
 - 10.3. participates in the meeting in person.
11. All notices which a shareholder is entitled to receive in relation to the company shall continue to be sent to that shareholder and shall not be sent to the proxy.
12. If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own names may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. That notice will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the company's transfer secretaries' office, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, by not later than 10:00 on Tuesday, 8 July 2025. If a shareholder does not wish to deliver that notice to that address, it may also be posted, at risk of the shareholder, to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132. Certificated and/or own name dematerialised shareholders may also utilise the email address: proxy@computershare.co.za.
13. The completion and lodging of this form of proxy does not preclude the relevant shareholder from participating electronically in the AGM and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
14. The chairperson of the AGM may accept or reject any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

ELECTRONIC PARTICIPATION IN AGM

Any shareholder (or a representative or proxy for a shareholder) who wishes to participate in and/or vote at the AGM by way of electronic communication, must either:

- Register online using the online registration portal at <https://meetnow.global/za>, prior to the commencement of the AGM; or
- Complete the electronic participation application form below and email Computershare at proxy@computershare.co.za by 10:00 on Tuesday, 8 July 2025 ("electronic participation date"), in order for such participation to be arranged for the shareholder and for the transfer secretaries to provide the shareholder with the details as to how to access the AGM by means of electronic communication. Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must provide Computershare with the information requested below.

The company will not be held liable in the event that the electronic participation form is not received in time for the form to be processed resulting in the participant not being registered at the time of the meeting.

Each shareholder, who has complied with the requirements below will be contacted by Wednesday, 9 July 2025 via email/mobile with a unique link and invitation code to allow them to participate in the virtual meeting. The cost of the participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.

The participant's unique link will be forwarded to the email address provided in the electronic participation application form below.

Electronic participation application form

Name and surname (if applicable) of shareholder

Name and surname of shareholder representative (if applicable)

ID number (or registration number)

Email address

Cell number

Telephone number

Name of CSDP or broker

(If shares are held in dematerialised format)

SCA number or broker account number

Number of shares

Signature

Date



TERMS AND CONDITIONS FOR PARTICIPATION AT THE AGM VIA ELECTRONIC COMMUNICATION

1. The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the participant and will be billed separately by the participant's own telephone service provider.
2. The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies the company and Computershare against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the company or Computershare, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.
3. Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
4. Once the participant has received the link, the onus to safeguard this information remains with the participant.
5. The application will only be deemed successful if the electronic participation application form has been completed and fully signed by the participant and emailed to Computershare at proxy@computershare.co.za.